FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate
		Submitted 05/04/2000 at 03:02PM
		File Number: 0000117867

Application Purpose: Transfer of Control

 Application Purpo

Type of Transaction

- 3a) Is this a pro forma assignment of authorization or transfer of control? No
- 3b) If the answer to Item 3a is 'Yes', is this a notification of a pro forma transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
- 4) For assignment of authorization only, is this a partition and/or disaggregation?
- 5) Does this filing request a waiver of the Commission's rules? No
- 6) Are attachments being filed with this application? Yes
- 7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
- 7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number:			10b) SGIN: 000
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): Was	shington/Baltimore Co	ellular Limited Partnersh	nip
13) Attention To: Kellye Abernathy			
14) P.O. Box:	And / Or	15) Street Address: 1	7330 Preston Rd Ste 100A
16) City: Dallas	<u> </u>	17) State: TX	[18] Zip: 75252
19) Telephone Number: (972)733-2092		20) FAX: (972)733-8141	
21) E-Mail Address: ka8805@txmail.sbc	.com		

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

IKACE.	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number:			23b) SGIN: 000
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): SBC	Communications Ir	ıc.	
26) P.O. Box: And / Or		27) Street Address: 175 East Houston	
28) City: San Antonio		29) State: TX	30) Zip: 78205
31) Telephone Number: (210)351-3476		32) FAX: (210)351-3257	
33) E-Mail Address: dwatts@corp.sbc.cor	n	, , , , , , , , , , , , , , , , , , , ,	70 TO THE TOTAL

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Wayne	MI:	Last Name: Watts	Suffix:	
35) Company Name: SBC Commun	nications Inc.			
36) P.O. Box: And / Or		37) Street Address: 175 East Houston		
38) City: San Antonio		39) State: TX	40) Zip: 78205	
41) Telephone Number: (210)351-3476		42) FAX: (210)351-3257		
43) E-Mail Address: dwatts@corp.s	sbc.com	7/9		

Assignee/Transferee Information

44) The Assignee is a(n): Limited	Liability Corpora	tion	
45a) Taxpayer Identification Number	er: I		45b) SGIN: 000
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than indiv	idual): Alloy LLC		
48) Name of Real Party in Interest:			49) TIN:
50) Attention To: Charles Feathers	stun		
51) P.O. Box:	And / Or	52) Street Address: 1155	Peachtree St., N.E., Ste. 1700
53) City: Atlanta		54) State: GA	55) Zip: 30309
56) Telephone Number: (404)249-3855		57) FAX: (404)249-5664	
58) E-Mail Address: charles.feathe	erstun@bellsout	h.com	

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

nd / Or	62) Street Address: 1155 Peachtree St., N.E., Ste. 1700			
63) City: Atlanta		65) Zip: 30309		
66) Telephone Number: (404)249-3855		67) FAX: (404)249-5664		
		64) State: GA		

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction	No
permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances. 75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino;			
Gender:	Female:	Male:	•		

Assignor/Transferor Certification Statements

The Assignor or Transferor certifies eitransferred until the consent of the Feder required because the transaction is subjettelecommunications carriers. See Memory.	al Communication ect to streamlined r	s Commission has been given, or (2) notification procedures for <i>pro forma</i>	that prior Commission consent is not
The Assignor or Transferor certifies th incorporated by reference are material, a			
79) Typed or Printed Name of Party Auth	orized to Sign		
First Name: Wayne	MI:	Last Name: Watts	Suffix:
80) Title: VP & Assistant General Coun	sel		
Signature: Wayne Watts		81) Date: 05/04/00	:

Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*
- "If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

| First Name: Wayne | MI: | Last Name: Watts | Suffix: | 83) Title: Secretary

Signature: Wayne Watts 84) Date: 05/04/00

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNKA242					
WLV277					
WMJ868					
WMQ774					
WMR561					
WMR562					
WMS461					
WMW616					
WMW940					
WPJA605					

FCC Form 603 Schedule A

Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

	Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:	
,				La de la companya del companya de la companya del companya de la companya del companya de la companya de la companya de la companya de la companya del companya de la companya della companya de la companya de la companya della compa	ı

3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	04/25/00	Exhibits 1-3	17560559.0.pdf

Lead Application Information

This application is one of a group of applications being filed in connection with the transfer of licenses, which are ultimately held by BellSouth Corporation and SBC Communications Inc., to Alloy LLC. Applicants have designated the transfer of control application being filed concurrently for Abilene SMSA Limited Partnership (call sign KNKA559) as the lead application for the transaction. Accordingly, Applicants hereby incorporate by reference Exhibits 1-3 of the lead application.

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate
	· ·	Submitted 05/04/2000 at 03:11PM
		File Number: 0000117876

1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a pro forma transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5) Does this filing request a waiver of the Commission's rules? No
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by he assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are nucluded on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number:			10b) SGIN: 008
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): W	ashington/Baltimore	Cellular Limited Partners	ship
13) Attention To: Kellye Abernathy			
14) P.O. Box:	And / Or	15) Street Address: 17330 Preston Road, Ste 100A	
16) City: Dallas		17) State: TX	18) Zip: 75252
19) Telephone Number: (972)733-2092		20) FAX: (972)733-81	41
21) E-Mail Address: ka8805@txmail.sb	oc.com		

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

•		. •			1
Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:	_		
Gender:	Female:	Male:			l

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number:			23b) SGIN: 000
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): SB	C Communications Ir	IC.	
26) P.O. Box: And / Or		27) Street Address: 175 East Houston	
28) City: San Antonio		29) State: TX	30) Zip: 7820 5
31) Telephone Number: (210)351-3476		32) FAX: (210)351-3257	
33) E-Mail Address: dwatts@corp.sbc.c	om		

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Wayne	MI:	Last Name: Watts	Suffix:
35) Company Name: SBC Commun	nications Inc.		and proportion of the second s
36) P.O. Box:	And / Or	37) Street Address: 175 East Houston	
38) City: San Antonio		39) State: TX	40) Zip: 78205
41) Telephone Number: (210)351-3476		42) FAX: (210)351-3257	
43) E-Mail Address: dwatts@corp.s	sbc.com		

Assignee/Transferee Information

45a) Taxpayer Identification Number	er:		45b) SGIN: 000
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than indivi	dual): Alloy LLC		
48) Name of Real Party in Interest:			(49) TIN:
50) Attention To: Charles Feathers	stun		
51) P.O. Box:	And / Or	52) Street Address: 1155	Peachtree St., N.E., Ste. 1700
53) City: Atlanta		54) State: GA	55) Zip: 30309
56) Telephone Number: (404)249-3	8855	57) FAX: (404)249-5664	

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Charles	MI:	Last Name: Featherstun	Suffix:
60) Company Name:			
61) P.O. Box: And / Or		62) Street Address: 1155 Peachtree	St., N.E., Ste. 1700
63) City: Atlanta		64) State: GA	65) Zip: 30309
66) Telephone Number: (404)24	9-3855	67) FAX: (404)249-5664	
68) E-Mail Address: charles.fea	therstun@bellsou	th.com	

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

IIKSCO.	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			:
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

transferred until the consent of the Fe	deral Communication ubject to streamlined r	thorization will not be assigned or that s Commission has been given, or (2) to notification procedures for pro forma as and Order, 13 FCC Rcd. 6293(1998).	hat prior Commission consent is not
		ade in this application and in the exhit cation, and are true, complete, correct	
79) Typed or Printed Name of Party A	uthorized to Sign		
First Name: Wayne	MI:	Last Name: Watts	Suffix:
80) Title: VP & Assistant General Co	ounsel		
Signature: Wayne Watts		81) Date: 05/04/00	

Assignee/Transferee Certification Statements

used in this certification.	:002(b) of the full	es, 47 CFR § 1.2002(b), for the definition	n or party to the application" as
pursuant to Section 5301 of the Anti-Drug of a controlled substance. See Section 1.2	Abuse Act of 199	98, 21 U.S.C § 862, because of a convid	ction for possession or distribution
6) The Assignee or Transferee certifies the		The state of the s	The state of the s
 The Assignee or Transferee certifies the incorporated by reference are material, are 			
4) The Assignee or Transferee agrees to a under the subject authorization(s), unless allows, except for liability for any act done Assignor or Transferor prior to this assign:	the Federal Com by, or any right a	munications Commission pursuant to a	request made herein otherwise
*If the applicant has sought a waiver of an outcome of the waiver request.			ke this certification subject to the
 The Assignee or Transferee certifies the any pertinent cross-ownership, attribution, 			or Transferee to be in violation of
 The Assignee or Transferee waives any the regulatory power of the United States authorization in accordance with this applied 	because of the p		
 The Assignee or Transferee certifies eit transferred until the consent of the Federa required because the transaction is subject telecommunications carriers See Memora 	Il Communication at to streamlined	ns Commission has been given, or (2) the notification procedures for <i>pro forma</i> as	nat prior Commission consent is not

Authorizations To Be Assigned or Transferred

Signature: Wayne Watts

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNKA243					
WLC886					
WLC887					
WMW941					

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

84) Date: 05/04/00

FCC Form 603 Schedule A

Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

	V4 O D			
	Year 1 Gross Revenues	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
Н	(current)	and the same areas of the same		

3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	04/25/00	Exhibits 1-3	17560570.0.pdf

5/4/00 3:12

Lead Application Information

This application is one of a group of applications being filed in connection with the transfer of licenses, which are ultimately held by BellSouth Corporation and SBC Communications Inc., to Alloy LLC. Applicants have designated the transfer of control application being filed concurrently for Abilene SMSA Limited Partnership (call sign KNKA559) as the lead application for the transaction. Accordingly, Applicants hereby incorporate by reference Exhibits 1-3 of the lead application.

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate
	· · ·	Submitted 05/04/2000 at 03:21PM
		File Number: 0000118005

1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a pro forma assignment of authorization or transfer of control? No

- 3b) If the answer to Item 3a is 'Yes', is this a notification of a pro forma transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
- 4) For assignment of authorization only, is this a partition and/or disaggregation?
- 5) Does this filing request a waiver of the Commission's rules? No
- 6) Are attachments being filed with this application? Yes
- 7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
- 7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

- 8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
- 9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number:			10b) SGIN: 690
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): W	/ashington/Baltimore	Cellular Limited Partners	ship
13) Attention To: Kellye Abernathy			
14) P.O. Box:	And / Or	15) Street Address: 1	7330 Preston Road, Ste 100A
16) City: Dallas	<u> </u>	17) State: TX	18) Zip: 75252
19) Telephone Number: (972)733-2092		20) FAX: (973)733-81	41
21) E-Mail Address: ka8805@txmail.sl	oc.com	2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2	

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:	-		
Gender:	Female:	Male:	-		

Transferor Information (for transfers of control only)

	and the second s	23b) SGIN: 000
ML	Last Name:	Suffix:
ommunications In	ic.	
And / Or	27) Street Address: 1	75 East Houston
	29) State: TX	30) Zip: 78205
	32) FAX: (210)351-32	257
	ommunications Ir	And / Or 27) Street Address: 1 29) State: TX

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Wayne	MI:	Last Name: Watts	Suffix:
35) Company Name: SBC Communic	cations Inc.		
36) P.O. Box:	And / Or	37) Street Address: 175 East Houston	
38) City: San Antonio		39) State: TX	40) Zip: 78205
41) Telephone Number: (210)351-347	6	42) FAX: (210)351-3257	
43) E-Mail Address: dwatts@corp.sb	c.com		

Assignee/Transferee Information

: 7		45b) SGIN: 000	
MI:	Last Name:	Suffix:	
ual): Alloy LLC			
		49) TIN:	
un			
And / Or	52) Street Address: 1155	Peachtree St., N.E., Ste. 1700	
	54) State: GA	55) Zip: 30309	
56) Telephone Number: (404)249-3855			
	ual): Alloy LLC un And / Or	ual): Alloy LLC un And / Or 52) Street Address: 1155 54) State: GA	(49) TIN: (49)

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

	•	, , , , , , , , , , , , , , , , , , ,
MI:	Last Name: Featherstun	Suffix:
61) P.O. Box: And / Or		St., N.E., Ste. 1700
	64) State: GA	65) Zip: 30309
9-3855	67) FAX: (404)249-5664	
	The state of the s	
	And / Or	And / Or 62) Street Address: 1155 Peachtree 64) State: GA

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:	-		

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certific transferred until the consent of the F required because the transaction is telecommunications carriers. See Me	ederal Communication subject to streamlined i	s Commission has been given, or (2) notification procedures for <i>pro forma</i> a	that prior Commission consent is not
The Assignor or Transferor certification incorporated by reference are material.			
79) Typed or Printed Name of Party	Authorized to Sign	The second secon	
First Name: Wayne	MI:	Last Name: Watts	Suffix:
80) Title: VP & Assistant General C	ounsel		
Signature: Wayne Watts		81) Date: 05/04/00	:

Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*
- *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.
- 82) Typed or Printed Name of Party Authorized to Sign

First Name: Wayne MI: Last Name: Watts Suffix:

83) Title: Secretary

Signature: Wayne Watts 84) Date: 05/04/00

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNKN567			****	***	** * · · · · · · · · · · · · · · · · ·
KNKN634					
KNKN662			· • •.		
KNKN838			÷		
WMN891					
WMN892					
WMR217					
WMR466					
WMR467					
WMS208					
WMS424					
WMS425					
WMW258					
WMW259					
WMW260					
WMW261					
WMW262					
WMW263					
WMW264					
WMW265					
WMW425					
WMW426					
WMW945					
WPJB376					
WPJB377					
WPJB378					
WPJB379					
WPJB380					
WPJB381					
WPJB382					[
WPOL924					
WPOL925					
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WPOL927					
WPOL928					
WPOL929					
WPOL930					ļ

FCC Form 603 Schedule A

Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
		The state of the second of the	the control of the control of

3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	04/25/00	Exhibits 1-3	17560573.0.pdf

5/4/00 3:22

Lead Application Information

This application is one of a group of applications being filed in connection with the transfer of licenses, which are ultimately held by BellSouth Corporation and SBC Communications Inc., to Alloy LLC. Applicants have designated the transfer of control application being filed concurrently for Abilene SMSA Limited Partnership (call sign KNKA559) as the lead application for the transaction. Accordingly, Applicants hereby incorporate by reference Exhibits 1-3 of the lead application.

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate
		Submitted 05/04/2000 at 03:34PM
# C 1		File Number: 0000118409

Application Purpose: Transfer of Control

 Application Purpo

Type of Transaction

3a) Is this a pro forma assignment of authorization or transfer of control? No

- 3b) If the answer to Item 3a is 'Yes', is this a notification of a *pro forma* transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
- 4) For assignment of authorization only, is this a partition and/or disaggregation?
- 5) Does this filing request a waiver of the Commission's rules? No
- 6) Are attachments being filed with this application? Yes
- 7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
- 7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number:			10b) SGIN: 000	
11) First Name (if individual):	MI:	Last Name:	Suffix:	
12) Entity Name (if not an individual):	Wichita SMSA Limit	ted Partnership		
13) Attention To: Kellye Abernathy				
14) P.O. Box:	And / Or	15) Street Address: 17330 Preston Rd Ste 100A		
16) City: Dallas 19) Telephone Number: (972)733-2092		17) State: TX	18) Zip: 75252	
		20) FAX: (972)733-814	1	
21) E-Mail Address: ka8805@txmail.	sbc.com			

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

•	•	•		April 200	,
Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:	:		
Gender:	Female:	Male:	- 		

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number:			23b) SGIN: 000
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): SE	C Communications Ir	1C.	
26) P.O. Box:	And / Or	27) Street Address: 17	
28) City: San Antonio		29) State: TX	30) Zip: 78205
31) Telephone Number: (210)351-3476		32) FAX: (210)351-32	57
33) E-Mail Address: dwatts@corp.sbc.	com	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Wayne	MI:	Last Name: Watts	Suffix:	
35) Company Name: SBC Commun	nications Inc.			
36) P.O. Box:	And / Or	37) Street Address: 175 East Houston		
38) City: San Antonio		39) State: TX	40) Zip: 78205	
41) Telephone Number: (210)351-3476		42) FAX: (210)351-3257		
43) E-Mail Address: dwatts@corp.s	sbc.com	The state of the s	The state of the s	

Assignee/Transferee Information

45a) Taxpayer Identification Number	er:		45b) SGIN: 000
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than indivi	dual): Alloy LLC		
48) Name of Real Party in Interest:			49) TIN:
50) Attention To: Charles Feathers	tun		
51) P.O. Box:	And / Or	52) Street Address: 1155	Peachtree St., N.E., Ste. 1700
53) City: Atlanta 56) Telephone Number: (404)249-3855		54) State: GA	55) Zip: 30309
		57) FAX: (404)249-5664	

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Charles	MI:	Last Name: Featherstun	Suffix:	
60) Company Name:				
61) P.O. Box:	And / Or	62) Street Address: 1155 Peachtree St., N.E., Ste. 1700		
63) City: Atlanta 66) Telephone Number: (404)249-3855		64) State: GA	65) Zip: 30309	
		67) FAX: (404)249-5664		

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:	•		

Assignor/Transferor Certification Statements

transferred until the consent of the F	ederal Communication subject to streamlined in	thorization will not be assigned or that s Commission has been given, or (2) notification procedures for <i>pro forma</i> a nd Order, 13 FCC Rcd. 6293(1998).	that prior Commission consent is not
		nade in this application and in the exhication, and are true, complete, correc	
79) Typed or Printed Name of Party	Authorized to Sign		
First Name: Wayne	MI:	Last Name: Watts	Suffix:
80) Title: VP & Assistant General C	ounsel	The state of the s	
Signature: Wayne Watts		81) Date: 05/04/00	

Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
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- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*
- *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.
- 82) Typed or Printed Name of Party Authorized to Sign

First Name: Wayne

Last Name: Watts

Suffix:

83) Title: Secretary

Signature: Wayne Watts

84) Date: 05/04/00

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Authorizations To Be Assigned or Transferred

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85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNKA255					
WLS682					
WLS683					
WLV742					
WML670					
WML671					
WML673					
WMN471					

FCC Form 603 Schedule A

Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

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Refer to applicable auction rules for method to determine required gross revenues and total assets information

	Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:	
•	at the first the second transfer of the second seco	AT A SECURE A SECOND SE	La	ئي يوس سيري سي المراجع والماء الماء	ı

3) Certification Statements

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Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
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5/4/00 3:35

Lead Application Information

This application is one of a group of applications being filed in connection with the transfer of licenses, which are ultimately held by BellSouth Corporation and SBC Communications Inc., to Alloy LLC. Applicants have designated the transfer of control application being filed concurrently for Abilene SMSA Limited Partnership (call sign KNKA559) as the lead application for the transaction. Accordingly, Applicants hereby incorporate by reference Exhibits 1-3 of the lead application.